

EXHIBIT B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

HENRIETTA KLEIN, derivatively, on behalf of
PFIZER INC.,

C.A. No. 09-cv-7822-JSR

Plaintiff:

ECF CASE

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III,
CONSTANCE J. HORNER, JAMES M. KILTS,
JEFFREY B. KINDLER, GEORGE A. LORCH,
DANA G. MEAD, SUZANNE NORA JOHNSON;
STEPHEN W. SANGER; WILLIAM C. STEERE,
JR., FREDA C. LEWIS-HALL, FRANK A.
D'AMELJO, and IAN READ,

Defendants.

and

PFIZER INC.,

Nominal Defendant.

Nominal Defendant.

[caption continues on the following page]

DECLARATION OF HANS STERTE AND MARIE SCHÖLLIN

JAMES KENNEY, derivatively, on behalf of
PFIZER INC.,

Plaintiff,

v.

JEFFREY B. KINDLER, DOUGLAS M. LANKLER,
DENNIS A. AUZIELLO, MICHAEL S. BROWN,
ROBERT N. BURT, W. DON CORNWELL,
CONSTANCE J. HORNER, JAMES M. KILTS, DANA
G. MEAD, SUZANNE NORA JOHNSON, HENRY A.
MCKINNELL, DAVID L. SHEDLARZ, WILLIAM R.
HOWELL, STANLEY O. IKENBERRY, FRANKLIN
D. RAINES, RUTH J. SIMMONS, and JEAN PAUL
VALLES,

Defendants,

and

PFIZER INC., a Delaware corporation,

Nominal Defendant.

C.A. No. 09-cv-7913-JSR

ECF CASE

ROBERT J. CASEY and WILLIAM A.
HOUSTON, derivatively, on behalf of PFIZER
INC.,

Plaintiffs,
v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, STEPHEN W.
SANGER, WILLIAM C. STEERE, JR., FREDA C.
LEWIS-HALL, FRANK A. D'AMELIO and IAN C.
READ,

Defendants,
and

PFIZER INC., a Delaware corporation,

Nominal Defendant.

C.A. No. 09-cv-7983-JSR

ECF CASE

LOUISIANA SHERIFFS' PENSION AND RELIEF
FUND, derivatively, on behalf of PFIZER INC.,

C.A. No. 09-cv-8042-JSR

Plaintiff,

ECF CASE

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, WILLIAM C.
STEERE, JR., DOUGLAS M. LANKLER, FRANK
A. D'AMELIO, IAN C. READ, and JOSEPH M.
FECZKO,

Defendants,

and

PFIZER INC.,

Nominal Defendant.

CATHY BUCH,

Plaintiff,

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, STEPHEN W.
SANGER, WILLIAM C. STEERE, JR., DOUGLAS
M. LANKLER, FRANK A. D'AMELIO, IAN C.
READ, JOSEPH M. FECZKO, HENRY A.
MCKINNELL, DAVID L. SHEDLARZ, WILLIAM R.
HOWELL, STANLEY O. IKENBERRY, FRANKLIN D.
RAINES, RUTH J. SIMMONS, JEAN-PAUL
VALLES, FREDA C. LEWIS-HALL, and PFIZER
INC.,

Defendants.

C.A. No. 09-cv-8289-JSR

ECF CASE

AMALGAMATED BANK, AS TRUSTEE FOR
LONGVIEW LARGE CAP 500 INDEX VEBA
FUND, LONGVIEW LARGE CAP 500 INDEX
FUND and LONGVIEW QUANTITATIVE
LARGE CAP FUND, derivatively, on behalf of
PFIZER INC.,

C.A. No. 09-cv-8363-JSR

ECF CASE

Plaintiff,

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, WILLIAM C.
STEERE, JR., WILLIAM R. HOWELL, HENRY A.
MCKINNELL, STANLEY O. IKENBERRY, RUTH J.
SIMMONS, DOUGLAS M. LANKLER, FRANK, A.
D'AMELIO, IAN C. READ, and JOSEPH M.
PECZKO,

Defendants,

and

PFIZER INC.,

Nominal Defendant.

W.W.V

THE PORT AUTHORITY OF ALLEGHENY
COUNTY RETIREMENT AND DISABILITY
ALLOWANCE PLAN FOR EMPLOYEES
REPRESENTED BY LOCAL 85 OF
AMALGAMATED TRANSIT UNION.

Plaintiff,

v.

DENNIS A. AUSIELLO, MICHAEL S. BROWN, M.
ANTHONY BURNS, ROBERT N. BURT, W. DON
CORNWELL, WILLIAM H. GRAY III, CONSTANCE
J. HORNER, JAMES M. KILTS, JEFFREY B.
KINDLER, GEORGE A. LORCH, DANA G. MEAD,
SUZANNE NORA JOHNSON, STEPHEN W.
SANGER, WILLIAM C. STEERE, JR., DOUGLAS
M. LANKLER, FRANK A. D'AMELIO, IAN C.
READ, JOSEPH M. FECZKO, HENRY A.
MCKINNELL, DAVID L. SHEDLARZ, WILLIAM R.
HOWELL, STANLEY O. IKENBERRY, FRANKLIN
D. RAINES, RUTH J. SIMMONS, JEAN-PAUL
VALLES, FREDA C. LEWIS-HALL and PFIZER
INC.,

Defendants.

C.A. No. 09-cv-8388-JSR

ECF CASE

SKANDIA LIFE INSURANCE COMPANY LTD.,

Plaintiff,

C.A. No. 09-cv-8544

v.

JEFFREY B. KINDLER, DENNIS A. AUSIELLO,
MICHAEL S. BROWN, M. ANTHONY BURNS,
ROBERT N. BURT, W. DON CORNWELL,
WILLIAM H. GRAY III, CONSTANCE J. HORNER,
WILLIAM R. HOWELL, STANLEY O. IKENBERRY,
SUZANNE NORA JOHNSON, JAMES M. KILTS,
GEORGE A. LORCH, HENRY A. MCKINNELL,
DANA G. MEAD, FRANKLIN D. RAINES, DAVID L.
SHEDLARZ, RUTH J. SIMMONS, WILLIAM C.
STEERF, JR., JEAN-PAUL VALLES, FRANK A.
D'AMELIO, JOSEPH M. FECZKO, DOUGLAS M.
LANKLER, and IAN C. READ,

Defendants,

and

PFIZER INC.,

Nominal Defendant.

ECF CASE

We, Hans Sterte and Marie Schöllin, declare as follows:

1. I, Hans Sterte, am the CIO of Skandia Life Insurance Company Ltd. and am duly authorized to execute this Declaration on its behalf.

2. I, Marie Schöllin, am the Head of Administration and Compliance of Skandia Life Insurance Company Ltd. and am duly authorized to execute this Declaration on its behalf.

3. We respectfully submit this Declaration in support of the motion of Skandia Life Insurance Company Ltd. ("Skandia"), for an Order (i) consolidating the above captioned actions, and any other further related derivative actions that may be filed or transferred naming Pfizer as a nominal defendant, (2) appointing Skandia as lead plaintiff and (3) appointing Skandia's chosen counsel, Kirby McInerney LLP, as lead counsel. We have personal knowledge about the information in this Declaration.

4. The Skandia Group is one of the world's leading independent providers of quality solutions for long-term savings and investments. It is headquartered at Sveavägen 44 SE-103 50, Stockholm, Sweden. Skandia Life Insurance Company Ltd. is a fully owned subsidiary of the Skandia Group. It too is headquartered at Sveavägen 44 SE-103 50, Stockholm, Sweden. Skandia Group is part of the Old Mutual Group, in which group of companies Old Mutual plc is the ultimate parent company. The Skandia Group is active in over 20 countries on four continents. The core of the business is based in Europe with its largest markets in Great Britain and Sweden. The Skandia Group is also active in Australia and in selected growth markets in Asia and Latin America through its offshore solutions. The Skandia Group offers products and services that meet its customers' needs for savings solutions and financial security throughout life. By

concentrating on its core competencies – fund selection, concept development, and market support & service – it gives its customers, confidence, expertise, high quality and freedom of choice.

5. Skandia is run on a mutual basis. This entails that all profits generated by the business go to the policyholders and that Skandia is not consolidated in the Skandia group. It offers investors a guarantee which allows them a peace of mind to know that regardless of when they save towards their life assurance and what happens in the market, their guaranteed benefits will be paid out the day they retire.

6. As of June 30, 2009 Skandia had approximately USD 33.6 billion in assets under management.

7. Currently Skandia holds 2,149,609 shares of Pfizer (at a value of USD 36.76 million). Since the start of 2001, Skandia has generally held 2 million or more shares of Pfizer, and at all times during this period Skandia has held more than 1.4 million shares. Skandia therefore has a significant vested interest in recovering funds on behalf of Pfizer.

8. Given Skandia's significant holdings in Pfizer, members of Skandia's senior management were distressed and concerned upon hearing the announcement of Pfizer's agreement to pay \$2.3 billion on account of a longstanding pattern of wrongdoing. We promptly contacted counsel to find out more about possible avenues of legal redress. Following these discussions and further internal deliberations, we instructed counsel to file suit and to file this motion for appointment as lead plaintiff in order to ensure that our significant interests as Pfizer shareholders will be adequately protected.

9. Skandia, although not having any actual prior service as lead plaintiff in a shareholder derivative or securities class action, has applied to be lead plaintiff on several occasions when it had significant positions in companies that were believed to have been influenced by misconduct, see *Massachusetts Public Pension Funds, et al v. Oshkosh Corp.*, Case No. 08-cv-00797 (E.D. Wisconsin) (Skandia suffered an investment loss of USD 2,827,395.02), *In re National City Corporation Securities, Derivative & ERISA Litigation*, Master File No. 08-cv-7000 (N.D. Ohio) (investment loss of USD 8,143,725.77), *Freudenberg v. E*Trade Financial Corp., et al.*, Case No. 07-cv-8538 (S.D.N.Y.) (investment loss of USD 9,111,369.97). Skandia recognized the complexities of class action litigation and was fully prepared to take upon itself the responsibilities of being lead plaintiff in those cases. It was only that Skandia did not have the largest loss pursuant to the requirements of the PSLRA that it was ultimately not appointed lead plaintiff in those cases.

10. Skandia is committed to its policyholders. At all times it operates with its policyholders' best interests in mind. Skandia therefore fully understands the role it would play to all investors of Pfizer and Pfizer itself if appointed lead plaintiff. Considering its own corporate ethics, it is also personally affronted by the misconduct of the Pfizer board and is determined to assist in the rectification of that wrongdoing in the most meaningful way possible, by serving as lead plaintiff. It is fully committed to working closely with class counsel to obtain the best possible result on behalf of Pfizer and its shareholders. Skandia will be actively involved in all stages of the litigation, will regularly consult with its counsel and keep abreast with the developments of the case, and

its personnel would cooperate fully in discovery and trial preparation stages, settlement discussions and other important motions such as this one.

11. Skandia has selected the law firm Kirby McInerney LLP to serve as lead counsel on its behalf and fully supports Kirby McInerney's appointment as lead counsel. Skandia selected Kirby McInerney to represent it and other Pfizer shareholders after careful consideration, based upon the firm's outstanding track record in achieving results and collecting on behalf of investors and shareholders in complex cases.

12. We declare under penalty of perjury, that the foregoing is true and correct to the best of our knowledge.

Executed this 12th day of October, 2009 in Stockholm, Sweden



Hans Sterte
Hans Sterte
CIO
Skandia Life Insurance Company Ltd.



Marie Schöllin
Marie Schöllin
Head of Administration and Compliance
Skandia Life Insurance Company Ltd.